

Return of allotments of shares

88(2)

Pursuant to section 88(2) of the Companies Act 1985 (the Act)

(REVISED 1988)

This form replaces forms
PUC2, PUC3 and 88(2)To the Registrar of Companies (address overleaf)
(see note 1)

Company Number

2734652

1. Name of company

* Toronto Dominion Bank Europe Limited

2. This section must be completed for all allotments

Descriptions of sharest	Redeemable preference		
A Number allotted	100,000,000		
B Nominal value of each	£ 1	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 1	£	£

Date(s) on which the shares were allotted

(a) [on 9th October 19 96] \$, or

(b) [from 19 to 19] \$

The names and addresses of the allottees and the number of shares allotted to each should be
given overleaf3. If the allotment is wholly or partly other than for cash the following information must be given
(see notes 2 & 3)

D Extent to which each share is to be treated as paid up. Please use percentage.			
E Consideration for which the shares were allotted			

NOTES

1. This form should be delivered to the Registrar of Companies within one month of the (first) date of
allotment.2. If the allotment is wholly or partly other than for cash, the company must deliver to the registrar a
return containing the information at D & E. The company may deliver this information by completing D & E
and the delivery of the information must be accompanied by the duly stamped contract required by
section 88(2)(b) of the Act or by the duly stamped prescribed particulars required by section 88(3)
(Form No 88(3)).

3. Details of bonus issues should be included only in section 2.

Presentor's name address, telephone
number and reference (if any):Norton Rose, P.O. Box 570,
Kempson House, Camomile Street,
London EC3A 7AN.
REF: PJM/Y162664

For official Use

Post Room



Please do not
write in the
margin

**Please complete
legibly, preferably in
black type, or bold
block lettering**

Where the space given on this form is inadequate, continuation sheets should be used and the number of sheets attached should be indicated in the box opposite:

‡ Insert,
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate.

Designation†

Director & ~~SECRETARY~~ Date X9 OCT 1996

**Companies registered in Scotland
should deliver this form to:-**

**The Registrar of Companies
Companies Registration Office
102 George Street
Edinburgh
EH2 3DJ**